

Sean Dougherty
AVP, Contracts
CIT Rail



June 24, 2008

Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO 24538-H FILED

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RE: NRG01004

SURFACE TRANSPORTATION BOARD

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of November 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 24538.

The names and addresses of the parties to the enclosed document are:

Lessee: NRG POWER MARKETING, INC.
211 Carnegie Center
Princeton, NJ 08540

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive Suite 3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CEFX 40271-CEFX 44465 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: **Memorandum of Railcar Lease.**

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5785 f: 312.906.5833
sean.dougherty@cit.com

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26 day of Nov, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NRG POWER MARKETING INC. a Delaware corporation, with an address at 211 Carnegie Center, Princeton, NJ 08540 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 25, 2003, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 31, 2003 as Recordation Number 24538.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Annex A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stengel
Name: Catherine Stengel
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NRG POWER MARKETING INC.

By: Kevin T. Howell
Name: Kevin T. Howell
Title: Chairman, President and CEO
NRG Power Marketing Inc.

Schedule A

Number of Cars

Equipment Description

116

4,480 C.F. aluminum coal gondola

1	CEFX	40271	53	CEFX	40667	105	CEFX	41355
2	CEFX	40328	54	CEFX	40668	106	CEFX	41360
3	CEFX	40330	55	CEFX	40669	107	CEFX	41377
4	CEFX	40451	56	CEFX	40670	108	CEFX	41441
5	CEFX	40597	57	CEFX	40671	109	CEFX	41470
6	CEFX	40598	58	CEFX	40672	110	CEFX	41480
7	CEFX	40601	59	CEFX	40673	111	CEFX	41491
8	CEFX	40602	60	CEFX	40674	112	CEFX	41500
9	CEFX	40605	61	CEFX	40675	113	CEFX	41504
10	CEFX	40606	62	CEFX	40676	114	CEFX	41518
11	CEFX	40607	63	CEFX	40678	115	CEFX	44427
12	CEFX	40609	64	CEFX	40679	116	CEFX	44465
13	CEFX	40610	65	CEFX	40680			
14	CEFX	40612	66	CEFX	40681			
15	CEFX	40613	67	CEFX	40683			
16	CEFX	40615	68	CEFX	40684			
17	CEFX	40616	69	CEFX	40685			
18	CEFX	40617	70	CEFX	40686			
19	CEFX	40618	71	CEFX	40687			
20	CEFX	40620	72	CEFX	40688			
21	CEFX	40621	73	CEFX	40689			
22	CEFX	40623	74	CEFX	40690			
23	CEFX	40624	75	CEFX	40691			
24	CEFX	40625	76	CEFX	40693			
25	CEFX	40627	77	CEFX	40694			
26	CEFX	40628	78	CEFX	40696			
27	CEFX	40629	79	CEFX	40697			
28	CEFX	40630	80	CEFX	40699			
29	CEFX	40631	81	CEFX	40702			
30	CEFX	40633	82	CEFX	40703			
31	CEFX	40634	83	CEFX	40704			
32	CEFX	40635	84	CEFX	40706			
33	CEFX	40636	85	CEFX	40707			
34	CEFX	40637	86	CEFX	40708			
35	CEFX	40638	87	CEFX	40710			
36	CEFX	40639	88	CEFX	40712			
37	CEFX	40641	89	CEFX	40713			
38	CEFX	40642	90	CEFX	40714			
39	CEFX	40643	91	CEFX	40715			
40	CEFX	40646	92	CEFX	40716			
41	CEFX	40647	93	CEFX	40717			
42	CEFX	40649	94	CEFX	40719			
43	CEFX	40650	95	CEFX	40720			
44	CEFX	40651	96	CEFX	40721			
45	CEFX	40653	97	CEFX	40722			
46	CEFX	40655	98	CEFX	40724			
47	CEFX	40656	99	CEFX	40725			
48	CEFX	40658	100	CEFX	40726			
49	CEFX	40660	101	CEFX	40728			
50	CEFX	40662	102	CEFX	40729			
51	CEFX	40664	103	CEFX	41340			
52	CEFX	40666	104	CEFX	41352			